

management on a monthly basis, to assure that EBITDA data were matching the “target” of about \$158 million, and that sufficient adjustments were being made to the budgeted EBITDA to bring about the same result. They offered enormous financial inducements to Genesis management to perpetrate this fraud, and they were the principal beneficiaries of the fraud. Goldman also took all the steps needed to freeze MC’s cash and lines of credit so that it could not pay its obligations to Genesis, thus forcing Genesis to draw down almost \$200 million from its DIP lending facility.

186. Pursuant to §523(a)(2)(B) of the Bankruptcy Code, Genesis was not discharged from liability for its fraud by the Court’s approval of the Plan, because this is a claim for money obtained by use of a statement in writing that was materially false, respecting Genesis’ financial condition, on which plaintiffs reasonably relied and that Genesis caused to be made or published with intent to deceive.

187. Moreover, the Plan release specifically excludes the release of any claims against officers or directors of Genesis based upon willful misconduct or gross negligence.

188. At the time of the hearing before the Bankruptcy Court to consider approval of the Genesis bankruptcy plan, plaintiffs did not know, and could not have known, that (a) the actual and projected EBITDA figures that Genesis management had provided to Chilmark and Warburg, and to plaintiffs, had been fraudulently

manipulated as described above, and (b) Genesis had consistently provided material information to the senior creditors which it withheld from the junior creditors, including plaintiffs, such as information about actual insurance costs, the agreements with Manorcare, the APS letter of intent. Plaintiffs relied on the integrity of the Budgeted EBITDA data and the LTM EBITDA data. More importantly, the Bankruptcy Court relied on that information in approving the Plan and cramming it down on the debentureholders, despite their objections.

189. Plaintiffs were injured by defendants' fraud. But for that fraud, plaintiffs would have received the full face value of their debentures, plus accrued interest.

## **SECOND CAUSE OF ACTION: CONSPIRACY TO COMMIT FRAUD**

190. Plaintiffs incorporate by reference paragraphs 1-188.

191. Goldman, Mellon and Highland were aware that the financial information being released by Genesis, and upon which the reorganization valuation of the Company would be determined, was false and misleading and had been designed to defraud the junior creditors of Genesis, and would be relied upon by the plaintiffs and the Court.

192. Goldman, Mellon and Highland conspired with, orchestrated and rewarded Genesis and its management, and in particular defendant George Hager, for

perpetrating this fraud.

193. Plaintiffs were injured by this conspiracy to commit fraud. But for that conspiracy, plaintiffs would have received the full face value of their debentures, plus accrued interest.

### **THIRD CAUSE OF ACTION: GROSS NEGLIGENCE**

194. Plaintiffs incorporate by reference paragraphs 1-187 and 191.

195. By virtue of their positions as debtor in a bankruptcy proceeding, as the chief financial officer of the debtor, as senior creditors of the debtor, and as proponents of a bankruptcy reorganization plan that would drastically affect the junior creditors, defendants owed the junior creditors of Genesis a duty of care, including the duty to provide fair, accurate and complete information.

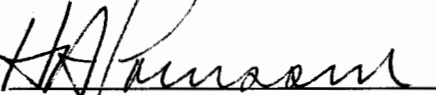
196. Defendants violated that duty of care by disseminating false and misleading financial information that misled the bankruptcy court and the plaintiffs concerning the true financial condition and prospects of Genesis. Defendants' conduct was such an extreme and severe departure from due care as to constitute gross negligence, and was therefore not released as a result of the Genesis bankruptcy.

197. Plaintiffs were injured by defendants' gross negligence. But for that gross negligence, plaintiffs would have received the full face value of their debentures, plus accrued interest.

WHEREFORE, plaintiffs seek an award of damages against the defendants, jointly and severally, in an amount to be determined by the Court, but not less than \$200 million, plus interest, costs and fees incurred in this action, together with such other and further relief as the Court deems just and proper.

Dated: New York, New York  
January 27, 2004

POMERANTZ HAUDEK BLOCK  
GROSSMAN & GROSS LLP

By 

Stanley M. Grossman

H. Adam Prussin

Ronen Sarraf

100 Park Avenue, 26<sup>th</sup> Floor  
New York, N.Y. 10017-5516  
(212) 661-1100

Attorneys for Plaintiffs

## **EXHIBIT 1**

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
1st Nat Bank of OK PO Box 54829 Oklahoma City, OK 13154-1829	Patrick T Rooney Family LLC Corp	100,000 100,000 35,000
1st Tenn Bank FL3 701 Market Street Chattanooga, TN 37402	M & M LP 1st Tenn	35,000
Charles M Alberto Jr 15 Lockhern Dr. Livingston, NJ 07039-6224	Charles M. Alberto Jr.	200,000 500,000 700,000
Richard D Almeroth 5258 Brushy Mountain Rd Moravian Falls, NC 28654-9623	Richard D Almeroth JT Constance L Almeroth JT	200,000 250,000 350,000 800,000
Donna K Alvey 481 NW 36th Ave Deerfield Beach, FL 33442-8001	Donna K Alvey	10,000 10,000 10,000
Donna Kaye Alvey 481 NW 36th Ave Deerfield Beach, FL 33442-8001	Donna K Alvey IRA	10,000
Madison Arnold 183 Sullivan St Apt. C-5 New York, NY 10012-2523	Madison Arnold JT Li Jun Wang JT	95,000 95,000 20,000
Joseph S Aucello 659 Elm Street Monroe, CT 06468-1802	Joseph S Aucello JT Carolyn L Aucello JT	20,000
James W Baker 3020 Wellington Rd Alpharetta, GA 30022-6275	James W Baker IRA	825,000 2,635,000 1,415,000 4,875,000
Scott A Baker 3020 Wellington Rd Alpharetta, GA 30022-6275	Scott A Baker ROTH IRA	10,000 10,000 10,000
James W Baker III 3020 Wellington Rd Alpharetta, GA 30022-6275	James W Baker III ROTH IRA	10,000

<b>Responsible Party Name</b>	<b>Account Owner 1</b>	<b>05 Bonds</b>
<b>Street</b>	<b>Account Owner 2</b>	<b>06 Bonds</b>
<b>City, State, Zip</b>		<b>09 Bonds</b>
		<b>Total Bonds</b>
		207,000
James W Baker Jr	James W Baker Jr	1,200,000
3020 Wellington Rd		6,230,000
Alpharetta, GA 30022-6275		7,637,000
		55,000
James W Baker Jr	James W Baker III UGMA GA	25,000
3020 Wellington Rd		
Alpharetta, GA 30022-6275		80,000
		20,000
James W Baker Jr	Scott Arthur Baker UGMA GA	25,000
3020 Wellington Rd		
Alpharetta, GA 30022-6275		45,000
		515,000
Robert M Baker MD	Robert M Baker MD P.S.P.	2,685,000
201 E Sample Rd		4,820,000
Pompano Beach, FL 33064		8,020,000
		1,000,000
Wiley P Ballard Jr	Wiley P Ballard Jr	
1775 The Exchange Suite 320		500,000
Atlanta, GA 30339-2016		1,500,000
		45,000
Stuart A Barbour Jr	Stuart A Barbour Jr	
727 Riverland Rd		
Roanoke, VA 24014-2517		45,000
		100,000
Bargain Books/Music	Bargain Books & Music	
PO Box 274		
Monmouth Junction, NJ 08852		100,000
		50,000
Richard L Barone	Richard L Barone JT	
10606 Cutting Horse Lane	Alice L Barone JT	
Houston, TX 77064-7126		50,000
Lindsey H Barron	Lindsey H Barron	
100 Lindsey Barron Dr Apt W218		50,000
Newnan, GA 30263-6926		50,000
		200,000
David M Batchelor	David Batchelor	600,000
5061 Hodgkins Place		1,680,000
Lilburn, GA 30047-7313		2,480,000
		100,000
Natalie J Batchelor	Natalie Batchelor	1,300,000
5061 Hodgkins Place		1,025,000
Lilburn, GA 30047-7313		2,425,000



Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds
		06 Bonds
		09 Bonds
		Total Bonds
Sherry L Bengtson 21342 Ginger Lane Frankfort, IL 60423-9426	Sherry Lynn Bengtson	10,000
		10,000
		50,000
Judith Bernhang 297 Southdown Rd Huntington, NY 11743-1021	Judith Bernhang	
		50,000
		100,000
Frances Berwecky 13 Fairfield Rd Toms River, NJ 08757-6328	John Berwecky	
		100,000
		200,000
George Birnbaum 2900 S Main Street Los Angeles, CA 90007-3336	George Birnbaum JT Susan Birnbaum JT	135,000
		135,000
John C Bishop 5960 45th St Vero Beach, FL 32967-7803	John C Bishop Elizabeth L Bishop	80,000
		80,000
		50,000
Richard K Blum 285 Audubon Blvd New Orleans, LA 7-125-4123	Richard K Blum Ruth M Blum	150,000
		200,000
		100,000
Leo Boekman 35 Fredrick Lane Scarsdale, NY 10583-6505	Leo Boekman & Associates LP	
		100,000
Edlyne B Boyer 1200 McArthur Lane McAlester, OK 74501-7150	Edlyne B Boyer	600,000
		100,000
		700,000
		40,000
Edlyne B Boyer 1200 McArthur Lane McAlester, OK 74501-7150	Edlyne B Boyer IRA	
		40,000
P065		800,000
Michael F Boyer 1200 McArthur Lane McAlester, OK 74501-7150	Michael F Boyer	1,750,000
		3,225,000
		5,775,000
		15,000
Michael F Boyer 1200 McArthur Lane McAlester, OK 74501-7150	Michael Boyer IRA	
		15,000



Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
		100,000
Lyman C Brand 721 Gum Creek Rd Oxford, GA 30054	Lyman C Brand	100,000
		40,000
Alan Bresler 6013 NW 23rd Ave Boca Raton, FL 33496-3504	Alan Bresler	40,000
		10,000
David R Brown 3501 NW 63rd Street Suite 206 Oklahoma City, OK 73116-2202	David Brown JT Ann Noble Brown JT	10,000
		100,000
Brush & Co PO Box 40 North Loup, NE 68859	Brush & Co	200,000
		300,000
		80,000
William J Burnside 11812 Burchard Rd Soddy Daisy, TN 37379-7447	William J Burnside	300,000
		1,100,000
		1,480,000
		40,000
William J Burnside 11812 Burchard Rd Soddy Daisy, TN 37379	Kellie Len Burnside IRR Trust	350,000
		390,000
		40,000
William J Burnside 11812 Burchard Rd Soddy Daisy, TN 37379	Helen C Burnside IRR Trust	350,000
		390,000
		100,000
Antonio Capone 5908 Forest Grove Dr. Apt 3 Boynton Beach, FL 33437	Antonio Capone IRA	100,000
		200,000
Carlton Group 419 Park Ave So Suite 800 New York, NY 10016-8410	Howard Michaels	200,000
		95,000
Donna Cash 117 Chadwick Dr Charleston, SC 29407-7425	Donna Cash	95,000
		25,000
John D Cesare 25 Eugene Blvd South Amboy, NJ 08879	John D Cesare JT Elma Cesare JT	25,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
		15,000
Raymond F Chaney PO Box 2252 Blue Ridge, GA 30513-0039	Raymond F Chaney	50,000 65,000
Stan Charlse 7045 Valencia Dr. Boca Raton, FL 33433	Stan Charlse	50,000 50,000
Lillian H Cheney 6800 SW 43rd St Davie, FL 33314	Lillian H Cheney	110,000 110,000
Diana Clemente 169 Bay 17th St Brooklyn, NY 11214	Diane Clemente	100,000 100,000
Allen W Close 3210 N Albermarle Arlington, VA 22207	Allen W Close	25,000 25,000
Thomas A Collentine MD 1841 Lakehurst Ct Smyrna, GA 30080-3105	Thomas Collentine JT Judith Collentine JT	214,000 220,000 366,000 800,000
Dorothy A Connelly 410 Mill Street Suite 201 Mt Pleasant, SC 29464-4396	Dorothy A Connelly	225,000 465,000 690,000
James B Connelly 410 Mill Street Suite 201 Mt Pleasant, SC 29464-4396	James B Connelly IRA	115,000 465,000 580,000
James B Connelly 410 Mill Street Suite 201 Mt Pleasant, SC 29464-4396	James B Connelly	2,000,000 2,500,000 2,500,000 7,000,000
Robert L Council 28 Colony Point Dr Punta Gorda, FL 33950-5028	Robt L Council JT Theo C Council JT	680,000 225,000 905,000
Kathryn G Cravero 59 Purry Circle Bluffton, SC 29909-4583	Kathryn G Cravero TR	265,000 265,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
Wiley M Crittenden Jr 224 Swann Rd Washington, GA 30673-2703	Wiley M Crittenden Jr	450,000 300,000 750,000 50,000
Oliver H Dale 4100 Cecil Ct Nashville, Tn 37207	Oliver H Dale	50,000
Parks H Dalton 3842 Abington Rd Charlotte, NC 28211-3749	Parks H Dalton	1,585,000 165,000 1,750,000 15,000
James Davies 215 Piedmont Ave Apt 1009 Atlanta, GA 30308-3335	James Davies	15,000
Philip H Davis 5 Harris Glen Atlanta, GA 30327-3842	Philip H Davis	300,000 300,000
Philip H Davis 5 Harris Glen Atlanta, GA 30327-3842	Brian J Davis UGTMAGA	100,000 100,000
Philip H Davis 5 Harris Glen Atlanta, GA 30327-3842	Mary G Davis	100,000 100,000
Philip H Davis 5 Harris Glen Atlanta, GA 30327-3842	Philip H Davis III Trust	100,000 100,000
Raymond Davis 7805 Ohio Street Little Rock, AR 72227-4040	Ray Davis JT Dorothy Davis JT	300,000 100,000 400,000
Paul M Deputy 7842 Highland Farms Houston, TX 77095-4176	Paul Deputy	60,000 60,000 400,000
Richard S Diamond 225 Millburn Ave Ste 208 Millburn, NJ 07041	Richard S Diamond	400,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
Merle Dinkins PO Box 1851 Shawnee, OK 74802-1851	Merle Dinkins Trust	50,000 50,000
Charles Doggett 9201 Chastain Rd Atlanta, GA 30342-4188	Charles Doggett	150,000 150,000
Frank Donnelly 8896 Escondido Way E Boca Raton, FL 33433	Frank Donnelly JT Mildred Donnelly JT	50,000 100,000 100,000
Timothy J Donohue 75 Lawrence Dr Berkeley Heights, NJ 07922-1254	Timothy J Donohue JT Julie M Donohue JT	200,000 100,000
Lawerence W Drinkard 6470 Zebulon Rd Macon, GA 31220	Lawerence W Drinkard	100,000 500,000
Shyam Dube CAB/5115 PLNT SCI BLDG UM. College Park, MD 20742-4450	Shyam Dube	500,000 10,000
C Marshall Duke 1408 Creekview Dr. Columbia, SC 29212	C. Marshall Duke	10,000 400,000
Emily B Dunagin 220 N 6th Street McAlester, OK 74501-4738	Emily B Dunagin Trust	610,000 1,010,000
Emily B Dunagin 220 6th Street McAlester, OK 74501-4738	James L Dunagin Jr Trust	575,000 275,000 380,000 1,230,000
Emily B Dunagin 220 N 6th Street McAlester, OK 74501-4738	Amy Margaret Dunagin UOKUTMA	100,000 200,000 300,000
Emily B Dunagin 220 N 6th Street McAlester, OK 74501-4738	Jane Leigh Dunagin UOKUTMA	100,000 200,000 300,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
Emily B Dunagin 220 N 6th Street McAlester, OK 74501-4738	Emily B Dunagin IRA	100,000 435,000 415,000 950,000
James L Dunagin Jr 220 N 6th Street McAlester, OK 74501-4738	James L Dunagin Jr IRA	565,000 465,000 1,030,000
Elizabeth F Egan 3900 Timberwood Terrace Marietta, GA 30068-4078	Elizabeth F Egan IRA	10,000   10,000
Francis C Egan 3900 Timberwood Terrace Marietta, GA 30068-4078	Francis C Egan JT Elizabeth F Egan JT	170,000 170,000 50,000
Jeffrey I Ellner 225 E 57th Street Apt 7-D New York, NY 10022-2824	Jeffrey Ellner IRA	50,000
Nancy Ennis 1122 Ben Hur Dr Houston, TX 77055-6602	Nancy Ennis	20,000 25,000 45,000
Exec.Consultants Inc 78 Carlton Dr NE Atlanta, GA 30342-3202	John S Schwarzschild Trust	50,000  50,000
Exec.Consultants Inc 78 Carlton Dr NE Atlanta, GA 30342-3202	Beverly S Clark Trust	50,000
Robert B Faber 19 Robin Circle Stoughton, MA 02072-2063	Robert B Faber	100,000  100,000
Charles R Faires 390 Tournament Player Dr Alpharetta, GA 30004-3440	Charles R Faires JT Sandra J Faires JT	397,000 505,000 100,000 1,002,000
Victor Faleck 424 Forest Place West Hempstead, NY 11552	Victor Faleck Gail Faleck	45,000  45,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
		50,000
Alfred J Fantini 95 Morning Glory Way Schenectady, NY 12306-3338	Alfred J Fantini JT Mary A Fantini JT	50,000
Martin Farbenblum 49 Pinehurst Ct. Roslyn, NY 11576	Martin Farbenblum	150,000
		150,000
		681,000
Dale R Feeney 42 Candace Ln Chatham, NJ 07928-1117	Dale R Feeney	250,000
		250,000
		1,181,000
Irving Feldbaum 117 Alexis Lane Philadelphia, PA 19115-3401	Irving Feldbaum	100,000
		100,000
Barbara Feldman 110 Riverside Dr Apt 13D New York, NY 10024-3733	Barbara Feldman JT Richard Feldman JT	100,000
		100,000
Melvin Feldman 111 Pavonia Ave Suite 1234 Jersey City, NJ 07310-1723	Melvin Feldman IRA	100,000
		100,000
		40,000
Thomas T Folger Jr PO Box 216 Dahlonega, GA 30533-0004	Thomas T Folger Jr	40,000
		40,000
		200,000
James H Foster PO Box 8359 Horseshoe Bay, TX 78657-8359	James H Foster	200,000
		200,000
		150,000
Lauren Fours 175 West 93rd Sreet New York, NY 10025-9313	Lauren Fours	150,000
		150,000
Samuel E Friedland 17181 Grand Bay Dr Boca Raton, FL 33496	Samuel Friedland Trust	90,000
		90,000
		30,000
Barr H Gardner 905 Sandbar Rd Chapin, SC 29036-8780	Barr H Gardner C/F B Gardner	30,000
		30,000



Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
Barr H Gardner III 905 Sandbar Rd Chapin, SC 29036-8780	Barr H Gardner III	80,000 450,000 530,000
Julia A Gasaway PO Box 428 Homer, GA 30547-0428	Julia A Gasaway	35,000 35,000
Robert D Gasaway III PO Box 428 Homer, GA 30547-0428	Robert D Gasaway III	150,000 150,000
Flora Giffuni 15 Grammercy Park South Apt 4R New York, NY 10003-1705	Flora B Giffuni Trust	100,000 100,000
Harold L Gilbert 9702 Synott Houston, TX 77083-6251	Harold L Gilbert	100,000 100,000
Art Gittelman 6216 Meadow Run Ct Norcross, GA 30092-4622	Art Gittelman JT Marcia J Pearl JT	50,000 50,000
Raymond J Glass 715 Lodgehill Ln Houston, TX 77090-1923	Raymond J Glass	100,000 75,000 300,000 475,000
John Glouse 4 Shawnee Trail Montville, NJ 07045	John Glouse IRA	30,000 60,000 90,000
GMS Group LLC 5N Regent Street Suite 513 Livingston, NJ 07039-1617	GMS Group LLC Atlanta Trading Acct	4,500,000 4,500,000 7,481,000
GMS Group LLC 5 N Regent St Suite 513 Livingston, NJ 07039	GMS Group LLC	7,481,000
Harold S Goldman 937 Inverness Dr Rancho Mirage, CA 92270	Goldman Family Trust	120,000 120,000



Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
Judith H Goodman 7387 Mahogany Bend Court Boca Raton, FL 33434	Judith Goodman REV TR	50,000 150,000 200,000
Samuel Gorenstein 45 East End Ave Apt 4-D New York, NY 10028-7980	Samuel Gorenstein	50,000 50,000
Eva Gottscho 7 West Beechcroft Rd Short Hills, NJ 07078	A Gottscho RET PLAN	395,000 395,000
Accursio Graffeo 55 Geranium Ave. Floral Park, NY 11001-3012	Accursio Graffeo Lana Graffeo	100,000 100,000
Charles L Grimes Box 136 Mendenhall, PA 19357	Charles Livingston Grimes	20,310,000 20,310,000
Charles L Grimes Box 136 Mendenhall, PA 19357	Louise I G Ireland Trust	250,000 250,000
Charles L Grimes Box 136 Mendenhall, PA 19357	Gadfly Foundation	1,100,000 1,100,000
Charles L Grimes Box 136 Mendenhall, PA 19357	C Yvonne Cooke	200,000 200,000
Charles L Grimes Box 136 Mendenhall, PA 19357	Jane G Brown	200,000 200,000
Charles L Grimes Box 136 Mendenhall, PA 19357	Serena R Schwartz	100,000 100,000
Charles L Grimes Box 136 Mendenhall, PA 19357	Gordon W Chaplin	2,300,000 2,300,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
		50,000
Michael Groskin 7090 Islegrove Place Boca Raton, FL 33433-7461	Michael Groskin	50,000
		20,000
Morton Gurrentz 2020 Ardmore Blvd Suite 4635 Pittsburgh, PA 15221-4635	Morton Gurrentz	20,000
		600,000
H G Reynolds Co Inc PO Box 2728 Aiken, GA 29802-2728	H G Reynolds Co Inc	100,000
		100,000
		800,000
Charles Haase 115 Winterberry Ct Roswell, GA 30076-2961	Charles Haase JT Patricia Haase JT	320,000
		320,000
		20,000
Patricia A Haase 115 Winterberry Ct Roswell, GA 30076-2961	Patricia A Haase	20,000
		100,000
Patricia A Haase 115 Winterberry Ct Roswell, GA 30076-2961	Patricia Haase JT Brianne Haase JT	100,000
		50,000
Myrtle E Harker 511 Twin Creek Rd Dripping Springs, TX 78620-3335	Myrtle E Harker JT Homer J Harker JT	50,000
		7,000
Kelly A Haskell 3725 George Busbee Pkwy Apt 715 Kennesaw, GA 30144-6627	Kelly Haskell	7,000
		1,180,000
Richard C Haskell 916 Kemman LaGrange Park, IL 60526-1664	Richard Haskell	640,000
		1,760,000
		3,580,000
		3,595,000
Susan S Haskell 920 N Stone Ave LaGrange Park, IL 60526-1444	Susan S Haskell	2,500,000
		1,400,000
		7,495,000
		175,000
Richard C Haskell Jr 3456 N Janssen Unit G1 Chicago, IL 60657-1343	Richard C Haskell Jr JT Amy K Haskell JT	175,000
		350,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
		40,000
Margaret Hathaway 3513 Cochise Dr Atlanta, GA 30339	M L Jarvis Inc	40,000
Richard S Hathaway 3513 Cochise Dr Atlanta, GA 30339-4327	Richard S Hathaway IRA	200,000
		200,000
		500,000
Richard S Hathaway 3424 Peachtree Rd NE Suite 1700 Atlanta, GA 30326-1147	Richard Sanford Hathaway	500,000
Charles M Henderson 627 Eagle Watch Lane Osprey, FL 34229-9378	Charles M Henderson	1,025,000
		1,025,000
		30,000
John A Henderson MD 117 Rathfarnham Circle Ashville, NC 28803-2127	John A Henderson MD	100,000
		130,000
Hyman Hershman 110 Fairway Rd. Chestnut Hill, MA 02467-1849	HAH LTD Partnership	470,000
		470,000
Nina Hertzberg 63 Plymouth Rd. Great Neck, NY 11023-1654	Alvin Hertzberg Trust	225,000
		225,000
		125,000
J.David Higgins Jr 3789 Montrose Rd Birmingham, AL 35213-3833	J David Higgins Jr IRA	125,000
		25,000
Elwyn H Hudgins 333 Lakeview Dr Fairfield Glade, TN 38558	Edith G Hudgins R T	40,000
		65,000
		60,000
Kurt Huebner 500 5th Ave Rm 325 New York, NY 10110-0302	Merriway Travel	60,000
		146,000
John M Huston 588 N Ellyn Ave Glen Ellyn, IL 60137-4156	John M Huston JT Eileen C Huston JT	130,000
		320,000
		596,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
		5,000
Thomas S Iulo 16 Oak Lane Montville, NJ 07045	Thomas S Iulo JT	
	Lori B Iulo JT	15,000
		20,000
		100,000
Ben Ivey Jackson 10 Rock Dell Lane Birmingham, AL 35213-4109	Ivey Jackson IRA	
		100,000
		75,000
		75,000
Solomon Jacobs 1401 S Ocean Dr 805 Hollywood, FL 33019	Solomon Jacobs Trust	
		75,000
		75,000
		100,000
Charles H Jesseph 717 SW 113th Street Oklahoma City, Ok 73170-5815	Charles H Jesseph	
		100,000
		100,000
		25,000
Murray L Kaufman 32 Glendale Dr Horseheads, NY 14845-1248	Murray L Kaufman JT	
	Linda B Kaufman JT	475,000
		500,000
		135,000
Masaji Kelley 3725 George Busbee Pkwy Apt 715 Kennesaw, GA 30144-6627	Masaji Kelley	
		7,000
		7,000
		135,000
Morton Kent 715 Georgia Ave Chattanooga, TN 37402-2002	Fleetwood Investments L P	
		135,000
		60,000
		60,000
Joseph H Koch Sr 808 SE 7th Street Apt 205 Deerfield Beach, FL 33441-7911	Joseph H Koch REV TR	
		60,000
		1,160,000
		1,160,000
Paul R Konsig 10217 Shireoaks Lane Boca Raton, FL 33498-6402	Paul R Konsig	
		3,300,000
		4,460,000
		1,090,000
Paul R Konsig 10217 Shireoaks Lane Boca Raton, FL 33498-6402	Paul R Konsig IRA	
		2,000,000
		3,090,000
		100,000
Eric R Korb 210 Washington Dr Watchung, NJ 07069-6306	Eric R Korb	
		100,000
		100,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
David Korostoff 16 West 69th St Apt #14 New York City, NY 10023	David Korostoff	200,000 200,000 25,000
Edgar A Kovner 7727 Southampton Terr Apt 316 Tamarac, FL 33321-9105	Edgar A Kovner	25,000
Glynn R Kruger 21 Briar Hollow Ln Houston, TX 77027-2803	G. Richard Kruger	50,000 50,000 100,000
Thomas L Lally Jr 24 Bellwood Way Castleton, NY 12033-9558	Thomas L Lally Jr JT Jo Ann Lally JT	100,000 100,000 200,000
Robert Lande 325 Central Park W Apt 7N New York, NY 10025-7692	Robert Lande TC Anita Lande TC	50,000 50,000 40,000
Edwin H Leipzig 2144 Henley Place Wellington, FL 33414-7768	Edwin H Leipzig	40,000
Jeffrey Lenzi 2500 N Military Tr Apt 470 Boca Raton, FL 33431	Jeffrey Lenzi	25,000 25,000 200,000
Mark B Levy 19 Lawridge Dr Rye Brook, NY 10573-1020	Mark B Levy IRA	200,000 100,000
John Lewis 138 Washington Ave Union, NJ 07083-8922	John Lewis JT Linda Lewis JT	100,000 420,000
Mathew J Lisenby 906 Hill Ave Grand Junction, CO 81501	Mathew J Lisenby	420,000
Spencer L Lisenby 5221 Riverview Rd NW Atlanta, GA 30327-4241	Spencer Lee Lisenby	50,000 550,000 600,000

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Stephen A Lisenby 9625 Roberts Dr Atlanta, GA 30350-2055	Stephen Alan Lisenby JT Patricia J Lisenby JT	185,000 1,890,000 3,800,000 5,875,000
Steve A Lisenby Jr 4390 Jett Rd Atlanta, GA 30327	Steve A Lisenby	440,000 350,000 850,000 1,640,000
Logberg Associates Chancery Square, Providenciales Turks & Caicos Is, BWI	YSY, LTD	1,300,000 2,050,000 3,350,000
Hartley Lord 7205 Mandarin Dr Boca Raton, FL 33433	Hartley Lord	50,000 50,000 100,000
Teri L Lott 3740 Mountain View Lane Birmingham, AL 35223-2227	Teri L Lott JT David F Lott JT	100,000 160,000 260,000
Ellen R Lowe 2639 Sutton Ct Houston, TX 77027-5246	Ellen Lowe JT Richard Lowe JT	100,000 100,000
Robert A Lyons 62 Kingswood Rd Weehawken, NJ 07086-6930	Robert Lyons IRA	50,000 50,000
David T MacMillan 1581 Jefferson Forest Lane Blacksburg, VA 24060-8954	David Thompson MacMillan	500,000 500,000
Jane S Maj 4928 N Chester Norridge, IL 60706-2907	J S Maj Trust	350,000 350,000
David P Makris 6 Scott Ct Poughkeepsie, NY 12601-5813	David P Makris JT Kathleen Makris JT	25,000 50,000 75,000
Kenneth Marks 40 Rock Rd Englewood Cliffs, NJ 07632-1711	Kenneth Marks IRA	120,000 120,000



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Frank N Martino 4922 Christi Ln Aubrey, TX 76227-4025	Frank N Martino JT Betty Martino JT	500,000 500,000
Alvin Matzer 9812 Vidor Dr #202 Los Angeles, CA 90035-1079	Alvin Matzer JT Gloria Matzer JT	50,000 50,000 100,000
James R McCormick 8117 Santa Fe Trail Amarillo, TX 79110-4734	McCormick Family Trust	150,000 150,000
Frank McGann 8 Wildwood Ave Livingston, NJ 07039	Frank McGann	100,000 100,000
Laura McGann 8 Wildwood Ave Livingston, NJ 07039	Laura McGann IRA	100,000 100,000
William J McGrath PO Box 30055 Las Vegas, NV 89173-0055	McGrath Family Trust	25,000 25,000
Herman Meinders 4401 Perimeter Center Dr #210 Oklahoma City, OK 73112	Herman Meinders	1,500,000 1,500,000
Ascher L Mestel 300 Mayfair Dr North Brooklyn, NY 11234-6716	Ascher Lawrence Mestel IRA	100,000 100,000
Craig W Miller 9021 Larston Rd Houston, TX 77055-6508	Craig W Miller	158,000 300,000 1,689,000 2,147,000
Craig W Miller PO Box 55792 Houston, TX 77255-5792	Craig W Miller D C Plan	70,000 40,000 117,000 227,000
Craig W Miller PO Box 55792 Houston, TX 77255-5792	Craig Miller DEF PEN Plan	50,000 45,000 25,000 120,000



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Craig W Miller PO Box 55792 Houston, TX 77255-5792	Craig W Miller IRA FBO	915,000 310,000 439,000 1,664,000
Craig W Miller 9021 Larston Rd Houston, TX 77055-6508	Craig W Miller ROTH IRA	30,000 30,000 60,000
Florence S Mitchell 709 Dartmouth Rd Raleigh, NC 27609-5941	Florence S Mitchell	200,000 200,000 20,000
Robert E Montana 27737 Kathryn Circle Paisley, FL 32767	Robert E Montana	70,000 90,000
Walter S Montgomery Jr PO Box 5565 Spartanburg, SC 29304-5565	Walter S Montgomery Jr	1,000,000 1,000,000 300,000
Motivational Assoc. c/o GMS 111 Pavonia Ave Suite 1234 Jersey City, NJ 07310-1723	Motivational Assoc M P Plan	200,000 500,000
Albert Nathanson 4425 N Amarillo Dr Beverly Hills, CA 34465	Albert Nathanson JT Sandra Nathanson JT	100,000 100,000
Joe L Nesbitt 530 N Manus Dallas, TX 75224-1409	Joe L Nesbitt	150,000 150,000 50,000
Leonard Ochs 16593 E 500th Ave Newton, IL 62448-4615	Leonard Ochs JT Coletta Ochs JT	50,000
Ronald E Ostblom PO Box 29274 Laughlin, NV 89028-9274	Ronald E Ostblom JT Ellen Boyer JT	185,000 265,000 450,000
Rodney L Owens 9863 Timbers Dr Cincinnati, OH 45242-5533	Rodney Owens	100,000 100,000

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Cathy S Page 842 Will Maynard Rd Winder, GA 30680-2844	Cathy S Page	25,000 25,000
Serene Peng 70 Chelsea Ct Watchung, NJ 07069-6424	Serene Peng	140,000 140,000
Lindsey Perry 7541 Bella Verde Way Delray Beach, FL 33446-4409	Lindsey Perry	50,000 50,000
Martin Plotnik 45 E 9th St New York, NY 10003-6307	Martin Plotnik	500,000 500,000
John J Quann 6595 Castlebay Ct Highland, MD 20777-9789	John J Quann	50,000 50,000
John J Quann 6595 Castlebay Ct Highland, MD 20777-9789	John J Quann JT Eileen S Quann JT	100,000 100,000 330,000
Beatrice Radin 10740 Santa Fe Dr Cooper City, FL 33026	Beatrice Radin	50,000 380,000 130,000
Ethel Raffelock 7354 Fairfax Dr Tamarac, FL 33321	Ethel Raffelock	130,000 120,000
Nancy Rea PO Box 1444 Sierra Vista, AZ 85636-1444	Nancy Rea	120,000
Joan G Reader 23066 L' Ermitage Circle Boca Raton, FL 33433-7151	Joan G Reader JT Malcolm C Reader JT	100,000 100,000
Ronald J Reed 3010 Eastside Houston, TX 77098-1908	Ronald Reed JT Patricia Reed JT	100,000 275,000 100,000 475,000

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		250,000
Brandon A Reynolds 1050 Lenox Park Blvd TH# 15104 Atlanta, GA 30319	Brandon A Reynolds JT Susan L Altman JT	250,000
E Leland Reynolds PO Box 2728 Aiken, GA 29802-2728	E Leland Reynolds	100,000 200,000 300,000
Jeffrey Reynolds PO Box 2728 Aiken, SC 29802-2728	Jeffrey Reynolds Rebecca Reynolds	500,000 1,200,000 200,000 1,900,000
Mary G Richardson 11463 S Spaulding Chicago, IL 60655-2809	Mary G Richardson	33,000 60,000 93,000
Joe F Riley 612 Riley Circle Calvert City, KY 42029-8657	Joe F Riley	500,000 2,500,000 1,000,000 4,000,000
David M Robinson 585 Chimney Bluff Dr Mt Pleasant, SC 29464	David M Robinson IRA	44,000 75,000 119,000
John A Robinson 501 E MacArthur Shawnee, OK 74804	John A Robinson	1,000,000 1,000,000
John A Robinson 501 E MacArthur Shawnee, OK 74804	Kildonan Partners	500,000 500,000 1,000,000
John A Robinson 501 E MacArthur Shawnee, OK 74804	Robinson Eye Profit Share	1,000,000 1,000,000
Patricia R Robinson 585 Chimney Bluff Dr Mt Pleasant, SC 29464	Patricia R Robinson IRA	100,000 15,000 115,000
Reinhart F Rock 300 Innisfree Circle Apt C9 Rogers, AR 72758	Rock Revocable Trust	110,000 25,000 135,000

Responsible Party Name Street City, State, Zip	Account Owner 1 Account Owner 2	05 Bonds 06 Bonds 09 Bonds Total Bonds
		80,000
Ludwig Rosenberg 100 North Highland Ave. Los Angeles, CA 90036-3031	Rosenberg Trust	80,000
		3,650,000
Bonnie Ruben 914 Broad Street Augusta, GA 30901-1213	Bonnie Ruben	6,800,000 1,675,000 12,125,000
		260,000
Bonnie Ruben 640 Broad Street Augusta, GA 30901-1436	Ramada Plaza Hotel	740,000 1,000,000
		600,000
Rudolph P Russo 35 Market Street Poughkeepsie, NY 12601-3214	Rudolph P Russo JT Jean M Russo JT	400,000 1,000,000
		110,000
Frank S Russo-Alesi 3858 Sidestreet Atlanta, GA 30341-1773	Frank S Russo Alesi IRA	110,000
		150,000
Jamie G Rutan 210 West Point Washington Rd Santa Rosa Beach, FL 32459	Catherine C Gardner	100,000 250,000
		50,000
Alfred Saks 2719 E 28th St Apt 4F Brooklyn, NY 11235-2438	Alfred Saks	50,000
		30,000
Wanda J Schaffner 1201 Bering Dr #49 Houston, TX 77057-2307	Wanda J Schaffner	30,000
		20,000
Wanda J Schaffner 1201 Bering Dr #49 Houston, TX 77057-2307	Wanda J Schaffner IRA	100,000 120,000
		115,000
George Schneider 3 Auserehl Ct. Huntington, NY 11743-2223	George Schneider	115,000
		100,000
Hilton Schwartz 3 Crestwood Rd Westport, CT 06880-1621	Hilton Schwartz	100,000

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Hilton Schwartz 1601 Bronxdale Ave Bronx, NY 10462-3364	Joremi Enterprises Inc P S P	100,000 100,000 100,000
Stuart Schwarzschild 78 Carlton Dr NE Atlanta, GA 30342	Stuart Schwarzschild	100,000 100,000 200,000
Stuart Schwarzschild 78 Carlton Dr NE Atlanta, GA 30342	Katherine Rae Clark UGTMA	50,000 50,000
Jean b Sherrod 2101 Christian Ln Apt 85 Johnson City, TN 37601-3254	Jean B Sherrod	70,000 70,000
Margaret W Shuttleworth 3216 Chapel Hill Blvd Boynton Beach, FL 33435	Margaret W Shuttleworth REV TR	40,000 40,000 50,000
Stanley Sommer 10369 Silver Lake Dr Boca Raton, FL 33428	Stanley Sommer Rev Living Trust	50,000
Fred S Soussa 52 Old Crown Rd Old Tappan, NJ 07675-6803	Fred Soussa	3,220,000 500,000 1,400,000 5,120,000
Alexander C Speyer Jr 1202 Benedum Trees Bldg Pittsburgh, PA 15222-1783	Alexander C Speyer Jr	20,000 20,000
Marc Spurr 15 Woodstone Rd Morris Plains, NJ 07950-2716	Marc Spurr TC Susan Spurr TC	100,000 100,000
Murray Stadtmauer 21715 39th St Bayside, NY 11361	Murray Stadtmauer	100,000 100,000
Michael Steets 3641 Turtle Run Blvd Apt 924 Coral Springs, FL 33067-4239	Michael Steets JT Millicent Steets JT	20,000 20,000

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Paul A Steets 3015 Amherst Houston, TX 77005-3007	Paul Steets Sara Kavanaugh	70,000 330,000 400,000
Eileen Steets-Quann 6595 Castlebay Ct Highland, MD 20777-9789	Eileen Steets Quann	50,000 50,000
Allan H Stephens 6211 Coral Gables Dr Houston, TX 77069-2509	Allan H Stephens JT Susan H Stephens JT	300,000 300,000 45,000
Arthur F Stolkey 12486 Pinecrest Dr Plymouth, MI 48170-3061	Arthur F Stolkey Trust	120,000 165,000
Arthur F Stolkey 12486 Pinecrest Dr Plymouth, MI 48170-3061	Arthur F Stolkey	106,000 180,000 250,000 536,000
Thomas Stolkey 7255 E Snyder Rd #3104 Tucson, AZ 85750	Thomas Stolkey	70,000 70,000
Stryk Mgmt Inc 2859 Raintree Ln Southlake, TX 76092-5543	Stryk Family Investments LTD	500,000 500,000
Christine Stucker 644 N Edgewood LaGrange Park, IL 60526-5512	Christine Stucker David Stucker	20,000 20,000
Mary Rose Stucker 644 N Edgewood LaGrange Park, IL 60526-5512	Mary Rose Stucker	33,000 70,000 103,000
Gilbert Sunshine 111 Bower Street Jersey City, NJ 07307-2012	Gilbert Sunshine	200,000 200,000
William H Swan 15 Lafayette Ct Greenwich, CT 06830	William H Swan	100,000 100,000 200,000



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Robert B Sympson Jr 10 W Mildand Shawnee, OK 74804-3524	Robert B Sympson Jr	450,000 100,000 550,000
George Tholke 7315 Mandarin Dr Boca Raton, FL 33433-7417	Mr TS Onnon LLC	250,000 250,000
Caroline Thorne 117 Chadwick Dr Charleston, SC 29407-7425	Caroline Thorne	170,000 170,000
Dorothy Thorne 117 Chadwick Dr Charleston, SC 29407-7425	Dorothy Thorne	80,000 80,000
Katherine Thorne 117 Chadwick Dr Charleston, SC 29407-7425	Katherine Thorne	65,000 65,000 25,000
Marilyn Tomesko 77 Worham St Clifton, NJ 07013-3030	Marilyn Tomesko	25,000 25,000 50,000
Ben Treadway PO Box 767124 Roswell, GA 30076-7124	Ben Treadway	2,000,000 2,000,000 4,000,000 500,000
Hans F Trupp 520 Ocean Blvd St Simons Island, GA 31522	Hans F Trupp	500,000
John F Velter 400 4th Avenue North Tierra Verde, FL 33715-1729	John F Velter	250,000 250,000 25,000
Walter Volmar 1660 Canterbury Pointe SE Conyers, GA 30013-6412	Walter Volmar	50,000 75,000
Larry Waddington 3065 Sugarloaf CW3 Dr Duluth, GA 30097	Larry Waddington	448,000 500,000 948,000



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John W Walden PO Box 1911 Columbus, GA 31902-1911	John W Walden	1,800,000 700,000 2,500,000
John A Walden PO Box 1911 Columbus, GA 31902-1911	John W Walden IRA	1,000,000 260,000 1,260,000
David C Watkins 2320 Christopher's Walk Atlanta, GA 30327	David C Watkins	2,702,000 300,000 3,002,000
Caren Weinstein 10 Ipswich Ave Great Neck, NY 11021-3207	Bryan J Weinstein	150,000 150,000 60,000
Irving Welsted 105 Patterson Dr Mount Holly, NJ 08060-2311	Irving Welsted TC Virginia Welsted TC	60,000
Douglas J Whitaker 241 Thomas Powers Rd Newnan, GA 30263-4330	Douglas J Whitaker JT Mary M Whitaker JT	100,000 100,000 50,000
Rodney White 2600 Island Blvd Suite 2802 Williams Island, FL 33160	Rodney L White Trust	50,000
Verne H Winchell 7955 W Sahara Ave Suite 102 Las Vegas, NV 89117	Winchell Family Trust	500,000 500,000 740,000
Charles R Woods 8232 E Angel Spirit Dr Scottsdale, AZ 85255-3906	Charles R Woods IRA	1,135,000 1,125,000 3,000,000
Gail D Woods-Meloni 9925 NW 52nd Terrace Miami, FL 33178-2605	Gail D Woods Meloni	30,000 30,000
Seymour Zaldin 270 24W Bldg 2 GrandCentral Pkwy Floral PK, NY 11005	Seymour Zaldin Trust	100,000 100,000